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**SEC** Potential persons who are to respond to the collection of information 1972 (6- contained in this form are not required to respond unless the form displays a currently valid OMB control number. 02)

# ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

war 3 1 2009

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0076

Expires: May 31, 2005

Estimated average burden hours per response... 1

FORM D

THUMSON FINANCIA

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY						
Prefix	Serial					
į .						
DATE RECEIVED						

Name of Offering ([] check if this i change.)	s an amendmen	t and name ha	is changed, ar	nd indicate	PEC NO
Filing Under (Check box(es) that apply):	[ X ] Rule 504	[ ] <u>Rule 505</u>	[ ] Rule 506	[ ] Section 4(6)	[ ] ULOE
Type of Filing: [ X ] New Filing [					
A.	'A	05049549	120 IO IO II 12001		
1. Enter the information requested	about the issue	r			
Name of Issuer ([ ] check if this is	an amendment	and name ha	s changed, an	d indiciate	

change.) Findant, Inc.

(Number and Street, City, State, Zip Code) 82 Pioneer Address of Executive Offices Way, Suite 109, Mountain View, CA 94041 Telephone Number (Including Area Code) (650) 210-3743

Address of Principal Business Operations (Number and Street, City, State, Zip Code) same Telephone Number (Including Area Code) same (if different from Executive Offices)							
Brief Description of Business Software company							
Type of Business Organization							
[X] corporation	[ ] limited partnership, already formed [ ] other (please specify):						
[ ] business trust	[ ] limited partnership, to be formed						
Cate Matter Action in a constituent of a	Month Year						
	orporation or Organization: [0]1] [0]4] [X]Actual []Estimated Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [D][E]						

## GENERAL INSTRUCTIONS

## Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

## State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this

form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

# A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[ X ] Promoter [ X ] Beneficial Owner	[ X ] Executive Officer	[X] Director [	] General and/o Managing Partner
Full Name (Last nam	e first, if individual) Kanga, Sh	iraz		victional and the second secon
	ce Address (Number and Street eet, Foster City, CA 94404	t, City, State, Zip Co	de)	and an annual recognition of the second of t
Check Box(es) that Apply:	[ X ] Promoter [ X ] Beneficial Owner	[ X ] Executive Officer	[ X ] Director [	General and/o Managing Partner
Full Name (Last nam	e first, if individual) Bhatia, Sab	peer		
	ce Address (Number and Street E, San Francisco, CA 94107	t, City, State, Zip Coo	de)	
Check Box(es) that Apply:	[ ] Promoter [ ] Beneficial Owner	[ X ] Executive Officer	[X] Director []	General and/or Managing Partner
Full Name (Last nam	e first, if individual) Arjani, Farc	puk		Annual mental de Maria de Annual de Maria de Ma
	ce Address (Number and Street ne, Los Altos Hills, CA 94024	t, City, State, Zip Coo	de)	and distribution of the second seconds.
Check Box(es) that Apply:	[ ] Promoter [ X ] Beneficial Owner	[ ] Executive Officer	[ ] Director [ ]	General and/or Managing Partner
Full Name (Last nam	e first, if individual) Menezes, \	/ictor		**************************************
	ce Address (Number and Street mont, NY 10538-4022	t, City, State, Zip Coo	de)	Annual Control of the

Check Box(es) that Apply:	[ ] Promoter [ ] Beneficial Owner	[ ] Executive Officer		eneral and/or anaging artner
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Has the issuer solo offering?	d, or does the issuer intend to s			Yes No
2. What is the minimu	Answer also in Appendix, C um investment that will be accep	<del>-</del>		\$15,000
	ermit joint ownership of a singl	•		Yes No
directly or indirectly, a connection with sales person or agent of a l the name of the broke	on requested for each person wany commission or similar remuse of securities in the offering. If a proker or dealer registered with er or dealer. If more than five (5 oker or dealer, you may set forth	neration for solicitation a person to be listed the SEC and/or with by persons to be listed	on of purchasers in is an associated a state or states, list d are associated	
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	ce Address (Number and Street	t, City, State, Zip Cod	de)	· · · · · · · · · · · · · · · · · · ·
Name of Associated I	Broker or Dealer			NC CONTROL OF THE PROPERTY OF
(Check "All States"	on Listed Has Solicited or Inten or check individual States) . [AR] [CA] [CO] [CT]		• •	Il States

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Full N	ame (La	ist name	e first, if	individua	ai)	ere a <del>nd de la comp</del>	*****					*
Business or Residence Address (Number and Street, City, State, Zip Code)												
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Full N	ame (La	st name	first, if i	ndividua	al)	ter and the second second second second second					***************************************	•
Busine	ess or R	esidenc	e Addre	ss (Num	ber and	Street, 0	City, Stat	e, Zip Co	ode)			o
Name	of Asso	ciated E	Broker or	Dealer				<b>Y</b>				•
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	(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)											•

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

<sup>1.</sup> Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$0	\$0
Equity	\$600,000	\$600,000
[ ] Common [ X ] Preferred		
Convertible Securities (including warrants)	\$0	\$0
Partnership Interests	\$0	\$0
Other (Specify).	\$0	\$0
Total	\$600,000_	\$600,000

# Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under <u>Rule 504</u> , indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
2010.		Aggregate
	Number	Dollar Amount
	Investors	of Purchases
Accredited Investors	7	\$600,000
Non-accredited Investors	0	\$0
Total (for filings under Rule 504 only)	7	\$600,000
Answer also in Appendix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under <u>Rule 504</u> or <u>505</u> , enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		
Type of offering	Type of Secu	Dollar Amount
Rule 505	none_	-
Regulation A	none_	
Rule 504	none_	
Total	none_	
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
Transfer Agent's Fees	•••••	[]\$0
Printing and Engraving Costs		[]\$0
Legal Fees		[X]\$10,000
Accounting Fees		[X]\$1,000
Engineering Fees		[]\$0
Sales Commissions (specify finders' fees separately)		[]\$0
Other Expenses (identify)		[]\$0
Total		[]\$11,000
b. Enter the difference between the aggregate offering price given in resp.  - Question 1 and total expenses furnished in response to Part C - Question difference is the "adjusted gross proceeds to the issuer."	on 4.a. This r used r any	\$589,000

proceeds to the issuer set forth in response to Part C - Question 4.b above. Payments to Officers. Directors, & Payments To Affiliates Others Salaries and fees ..... \$ [] Purchase of real estate ..... \$ Purchase, rental or leasing and installation of machinery [] [] and equipment ..... \$ \$ [] Construction or leasing of plant buildings and facilities...... Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) ..... Repayment of indebtedness ..... \$ Working capital ..... \$ \$589,000 [] Other (specify): \$ \$ [] \$\_ \$ []Column Totals ..... \$ \$ []\$589,000\_\_ Total Payments Listed (column totals added) ...... D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under  $\underline{\text{Rule }505}$ , the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of  $\underline{\text{Rule }502}$ .

Issuer (Print or Type)

Signature

Date

Findant, Inc.

March 21, 2005

Name of Signer (Print or Type)

Title of Signer (Print or Type)

Sabeer Bhatia

President

## **ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE					
1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?					
See Appendix, Column 5, for state response.					
2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.					
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.					
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.					
The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.					
Issuer (Print or Type) Signature Date					
Name of Signer (Print or Type)  Title (Print or Type)					
Instruction:					
Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.					

	APPENDIX									
1	Type of security Intend to sell to non-accredited investors in State (Part B-Item 1)  Type of security and aggregate offering price offered in state (Part C-Item 1)		4  Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)			
State		(Fart O-herrity	Number of Accredited Investors	1	Number of Non-Accredited	Amount		No		

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